

GRAPHIC PACKAGING HOLDING CO
 Form 4
 March 17, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMKO ROBERT M

2. Issuer Name and Ticker or Trading Symbol
GRAPHIC PACKAGING HOLDING CO [GPK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
814 LIVINGSTON COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2008

____ Director
 ____ Officer (give title below) Other (specify below)
Former SVP, Paperboard

MARIETTA, GA 30067

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/14/2008		M		115,541	A	\$ 0
Common Stock	03/14/2008		F		37,494	D	\$ 2.98
					180,269	D	
					142,775	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	03/14/2008		M	22,500	(1) 03/14/2008	Common Stock 22,500
Restricted Stock Units	\$ 0	03/14/2008		M	24,750	(1) 03/14/2008	Common Stock 24,750
Restricted Stock Units	\$ 0	03/14/2008		M	65,678	(1) 03/14/2008	Common Stock 65,678
Restricted Stock Units	\$ 0	03/14/2008		M	39,340	(1) 03/14/2008	Common Stock 39,340
Restricted Stock Units	\$ 0	03/14/2008		M	78,814	(1) 03/14/2008	Common Stock 78,814

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMKO ROBERT M 814 LIVINGSTON COURT MARIETTA, GA 30067				Former SVP, Paperboard

Signatures

/s/ Robert M. Simko By: Laura Lynn Smith
Attorney-In-Fact
03/14/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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(1) All Restricted Stock Units vested on March 10, 2008, the date of a change in control of the Company and were paid on March 14, 2008.

Remarks:

On March 10, 2008, Graphic Packaging Holding Company became the successor of Graphic Packaging Corporation pursuant

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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